

**Bernard L. Madoff Investment Securities LLC**

**RESOLUTIONS**

**May [ ], 2009**

**Recitals**

WHEREAS, on December 11, 2008, the Securities and Exchange Commission filed a complaint in the United States District Court for the Southern District of New York ("District Court") against Bernard L. Madoff and Bernard L. Madoff Investment Securities LLC, a New York limited liability company ("BLMIS"), alleging acts of securities fraud; and thereafter, on December 15, 2008, the Hon. Louis L. Stanton of the District Court found that the customers of BLMIS needed protection under the Securities Investor Protection Act of 1970 ("SIPA") and entered an order (i) appointing Irving H. Picard as Trustee ("Trustee") for the liquidation of BLMIS under SIPA, as of December 11, 2008, and (ii) referring the matter to the United States Bankruptcy Court for the Southern District of New York, Case No. 08-1789 (BRL) (the "SIPA Proceeding");

WHEREAS, under SIPA, the Trustee has an affirmative duty to liquidate and wind-down the business operations of BLMIS, including, taking such action as may be necessary to amend, and then terminate on or prior to May 31, 2009, the Bernard L. Madoff Welfare Benefit Plan (the "Welfare Benefit Plan"), which provides benefits to participants under the auspices of the Bernard L. Madoff Investment Securities LLC Employee Benefit Plan (the "Employee Benefit Plan"), the Bernard Madoff Investment Securities, LLC Cafeteria Plan (the "Cafeteria Plan"), the Bernard L. Madoff Investment Securities, LLC Group Life and Accidental Death and Dismemberment Insurance Plan (the "Life and AD&D Insurance Plan"), and the Bernard L. Madoff Investment Securities, LLC Group Long-Term Disability Plan (the "Long-Term Disability Plan") (collectively, the "Plans");

WHEREAS, BLMIS sponsors the Employee Benefit Plan, and BLMIS has the right to amend or terminate the Employee Benefit Plan at any time pursuant to Page 82 of the Employee Benefit Plan document;

WHEREAS, BLMIS sponsors the Cafeteria Plan, and BLMIS has the right to amend or terminate the Cafeteria Plan at any time pursuant to page 30 of the Cafeteria Plan document;

WHEREAS, BLMIS sponsors the Life and AD&D Insurance Plan, and BLMIS has the right to terminate the Life and AD&D Insurance Plan at any time, by terminating and discontinuing the group policy purchased thereunder;

WHEREAS, BLMIS sponsors the Long-Term Disability Plan, and BLMIS has the right to terminate the Long-Term Disability Plan, by terminating and discontinuing the group policy purchased thereunder;

WHEREAS, effective May 31, 2009 BLMIS intends to bring about the termination of the Employee Benefit Plan and thereby cause all benefits and coverages provided under the Employee Benefit Plan, including one-time and continuing services, treatments, therapies, procedures, drugs, devices, equipment, supplies, or anything else provided after May 31, 2009, to cease, cause all claims incurred with respect to any of these or any other benefits to cease,

and cause no additional benefits to be provided for any claims incurred after May 31, 2009, of any kind;

WHEREAS, effective May 31, 2009 BLMIS intends to bring about the termination of the Cafeteria Plan and thereby cause all benefits and coverages provided under the Cafeteria Plan to cease and no additional benefits shall be provided for any claims incurred after May 31, 2009 (or such earlier date(s) as provided under the Cafeteria Plan);

WHEREAS, effective May 31, 2009, BLMIS intends to bring about the termination of the Life and AD&D Insurance Plan and the Long-Term Disability Plans;

NOW, THEREFORE, BE IT:

RESOLVED, that the Employee Benefit Plan be, and hereby is, amended in a manner not inconsistent with the attached Exhibit A to cease all coverage thereunder for all one-time and continuing services, treatments, therapies, procedures, drugs, devices, equipment, supplies, or anything else rendered or provided after May 31, 2009, to cease, cause all claims incurred with respect to any of these or any other benefits to cease, and cause no additional benefits to be rendered or provided for claims incurred under the Employee Benefit Plan after May 31, 2009, and to reduce the periods applicable to claims, including submission, and appealing claims under the Employee Benefit Plan, as amended;

RESOLVED, that the Cafeteria Plan be, and hereby is, amended in a manner not inconsistent with the attached Exhibit B to cease all Covered Employee elections for contributions to the Health Care and Dependent Care Flexible Spending Accounts under the Cafeteria Plan after December 31, 2008 and to cease all benefits and coverages provided under the Cafeteria Plan effective May 31, 2009 and no additional benefits shall be provided for any claims incurred after May 31, 2009 (or such earlier date(s) as provided under the Cafeteria Plan);

FURTHER RESOLVED, that the Life and AD&D Insurance Plan be, and hereby is, terminated effective May 31, 2009;

FURTHER RESOLVED, that the Long-Term Disability Plan be, and hereby is, terminated effective May 31, 2009;

FURTHER RESOLVED, that, to the extent not terminated as a result of the termination of all its constituent plans, the Welfare Benefit Plan be, and hereby is, terminated effective May 31, 2009;

FURTHER RESOLVED, that the Cafeteria Plan be, and hereby is, terminated effective May 31, 2009, however, provisions of the Cafeteria Plan shall remain in effect only to the extent necessary to wind up claims and other administrative matters of the Cafeteria Plan;

FURTHER RESOLVED, that the Employee Benefit Plan be, and hereby is, terminated effective May 31, 2009, however, provisions of the Employee Benefit Plan shall remain in effect only to the extent necessary to wind up claims and other administrative matters of the Employee Benefit Plan;

FURTHER RESOLVED, that, consistent with the termination of the Life and AD&D Insurance Plan and Long-Term Disability Plan, the Trustee, or his delegee, on behalf of BLMIS, is authorized and directed to take whatever steps necessary to terminate the First Reliance Standard group life and accidental death and dismemberment and long-term disability insurance policies and take all appropriate steps to inform all participants in the Life and AD&D Insurance Plan and the Long-Term Disability Plan of their conversion and other coverage rights, if any;

FURTHER RESOLVED, that the Trustee, or his delegee, is authorized and directed to execute and deliver, in the name and on behalf of BLMIS, all agreements, documents, amendments, and instruments necessary or advisable to otherwise wind up the administration of the Plans (or any of them) and BLMIS's obligation thereunder; to notify the participants, agents, third party administrators, and any other parties related to the Plans of the amendment and termination of the Plans, to prepare and submit a final Form 5500 Annual Return/Report of Employee Benefit Plan or any other required reports or forms to the Internal Revenue Service and/or the Department of Labor, and to take all such actions, as the Trustee deems necessary or appropriate to effectuate the amendment or termination of the Plans (or any of them); and

FURTHER RESOLVED, that any and all actions heretofore taken by any and all officers, employees or agents or sub-agents of BLMIS consistent with and in furtherance of the foregoing resolutions hereby are ratified, confirmed and approved.

Dated: May \_\_, 2009

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Irving H. Picard, in his capacity as Trustee  
for the Liquidation of Bernard L. Madoff  
Investment Securities LLC

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